# ELBIT SYSTEMS LTD.
# COMPANY-WIDE WHISTLEBLOWER AND INVESTIGATIONS PROCEDURE

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# 1. Introduction

As stated in our *Company-wide Code of Business Conduct and Ethics* (the "**Ethics Code**"), and our *Anti-Bribery and Corruption Compliance Policy* (the "**ABCC Policy**"), it is essential that employees, officers and directors of Elbit Systems companies worldwide (the "**Company**"), or third parties providing services to or acting on behalf of the Company, do not engage in corrupt, unethical and/or illegal activities. In cases where non-compliance is substantiated, the Company will take legal and proportionate disciplinary actions.

In order for us to effectively address potential improper conduct, it is critical that all Company personnel and representatives cooperate in identifying and appropriately dealing with unlawful or unethical conduct. Every Company employee, officer and director has a duty to report any potential misconduct. Taking action to prevent unethical and improper behavior is a critical part of our compliance policies. You are encouraged to provide relevant information relating to such concerns, irrespective of the position held by the suspected offender. This includes, among other matters described in the Ethics Code or the ABCC Policy, any suspected violations of our standards for financial reporting and internal controls. If you observe any conduct that you suspect may be illegal, unethical or in violation of the Ethics Code, other Company policies or applicable laws, you should promptly report your good faith concerns.

This *Whistleblower and Investigations Procedure (*the "**Procedure**") sets out the principles for reporting and investigating suspicion of improper behavior so that all concerns and allegations related to potential breaches of the Ethics Code, the ABCC Policy or other compliance-related policies will be properly reported and investigated.

# 2. Purpose

The purpose of this Procedure is to encourage employees to report, without the fear of consequences or retaliation, any actual or suspected violations of law, the Ethics Code or other Company policies and to define a procedure by which we will conduct thorough and credible investigations into allegations of corrupt, unethical, improper or illegal practices, however they may come to the Company's attention.

# 3. Applicability

### *3.1 Company-Wide*

This Procedure governs the principles for whistleblowing and other forms of reporting by all Company employees, including temporary employees and independent consultants, officers and directors, and applies with respect to allegations concerning any Company entity, as well as vendors, suppliers, contractors, service providers, agents, consultants, teaming/joint venture partners or any other of the Company's business partners. Company entities outside of Israel may adapt this Procedure to reflect local requirements.

*3.2 Types of Allegations*

This Policy will apply to all allegations of:

- bribery or corruption;
- misconduct with any potential impact on the Company's reported financial reports (including accounting, internal control and auditing matters);
- misconduct with any other potential financial impact on the Company;
- unethical or illegal conduct;
- breach of our Ethics Code, the ABCC Policy or other compliance-related policies; and
- any allegation of fraud or embezzlement.

*3.3 Investigations by Law Enforcement*

This Policy will also apply to all internal investigations initiated in response to an investigation or inquiry by law enforcement authorities, subject to applicable national security requirements.

*3.4 Other Misconduct*

Allegations of other types of misconduct, *e.g.*, theft, workplace behavior or other such circumstances, may be reported through the whistleblower and reporting channels described below. Depending on the type of allegation, such reports may be referred to and addressed through separate processes managed by local or corporate Legal, Human Resources, Ethics, Compliance, Security or other departments.

# 4. Whistleblower and Reporting Channels

The Company has adopted the following channels for reporting concerns of illegal or unethical conduct.

*Supervisors/Managers*

You may report to your direct supervisor, who will be responsible for escalating the report. If you feel your direct supervisor is implicated in the misconduct, you may report to supervisors at higher levels.

*Corporate Chief Ethics Officer ("**EO**")*

You are requested to notify, by telephone or in writing, Elbit Systems' Chief Ethics Officer with any information, complaint or concern regarding suspected legal or ethical violations by:

Telephone: +972 (077) 2947755
Email: legal.ethics.compliance@elbitsystems.com
Mail: Advanced Technology Center, POB 539, Haifa 3100401 Israel.

*Chair of Audit Committee of the Board of Directors*

You may also notify the Chair of the Audit Committee of Elbit Systems' Board of Directors. The Audit Committee Chair can be notified by ether mail or e-mail at the following mailing addresses:

Advanced Technology Center, POB 539,
Attn: Chair of the Audit Committee, Board of Directors at Elbit Systems Ltd.
Haifa, 3100401 Israel.
Email: auditcommittee.elbit@gmail.com

*Supply Chain-Related Matters*

For reports relating to the Company's supply chain or our Supplier Code of Conduct you may also report to the following e-mail address: supplychaincompliance@elbitsystems.com.

## 5. Anonymity

There are three options to report your concerns of violations of law or the Ethics Code, the ABCC Policy or other compliance-related policies:

*Identity revealed* - To be better able to respond efficiently to any whistleblower reporting, we would prefer that you disclose your identity and give us your telephone number or other contact information when you make your report.

*Partially anonymous* – You can choose to reveal your identity only to certain persons who may be involved in investigating the matter you are reporting and choose that your identity not be divulged to others. This option protects your anonymity while giving us an opportunity to contact you in the event where clarity, an interview or further information is helpful to investigating or confirming the report.

*Anonymous* - If you feel more comfortable remaining anonymous, we will accept anonymous reports.

## 6. Confidentiality

All notices, reports and information received under this process will be treated in a confidential manner. Every reasonable effort will be made to handle the matter with discretion and to protect the identity of those who make reports, as well as those who are being investigated. However, if necessary to conduct a proper review or to comply with legal requirements, our Audit Committee, independent accountants, outside legal counsel, governmental regulators or others may become involved in the review process.

## 7. Non-Retaliation

We protect anyone who, in good faith:

- reports a possible violation of law or regulations, the Ethics Code, the ABCC policy or any other Company policy or procedure;
- reports any other concerns regarding questionable practices; or
- assists in the investigation of a reported violation.

This is the case whether or not it turns out that the report was made under a genuine mistaken belief. Retaliation in any form against someone who takes such actions in good faith will not be tolerated. Any act of retaliation should be reported immediately and will be investigated.

# 8. Preliminary Process of the Investigation

### *8.1 Allegation Reported*

When the Company receives a report of potential anti-corruption misconduct or other unethical or illegal behavior, the matter will be referenced by a unique number or name. This will enable us to track the progress and resolution of the review, investigation and resolution of the allegation.

### *8.2 Preliminary Evaluation*

Regardless of the person or department to which the report was made, all allegations will be forwarded to the Corporate Chief Legal Officer ("**CLO"**) and/or to the EO, making sure to safeguard any requested confidentiality of the reporter. Upon receipt of an allegation, , a preliminary evaluation of its credibility and significance will be conducted. The CLO and the EO may consult with other corporate, division or local subsidiary functions regarding the allegations, and as deemed necessary , with relevant outside counsel

### *8.3 Investigation Committee*

#### *8.3.1 Members*

In cases where the CLO or EO finds that the report is sufficiently specific and credible to warrant an investigation, it will be referred to a committee (the "**Investigation Committee**") consisting of:

- a representative of the Legal Department;
- a representative of the Human Resources department;
- a representative of the Security Department (for all matters involving security issues and otherwise as deemed necessary); and
- other management functions relevant to the particular matter.

The members of the Investigation Committee may be at the corporate, divisional or subsidiary level as deemed appropriate by the CLO and/or the EO. However, if the allegation relates to a director or senior management official of a particular entity, the CLO may determine that the investigation needs to be conducted by persons outside the applicable entity.

### 8.3.2 *Review of the Allegation*

The Investigation Committee will consider each allegation and make the following recommendations to the CLO and the EO:

- Whether the allegation touches on the responsibility and conduct of senior executives or directors, such that oversight of the investigation should be referred to the Audit Committee or applicable external reviewer.

- Whether the matter should be investigated using internal resources or whether external counsel should be engaged. This determination will be made by the CLO and will be based on the evaluation of factors that will include (i) the nature and scope of the alleged misconduct, (ii) whether it involves senior managers or executives and (iii) whether the allegation may result in the involvement of public enforcement authorities.

### 8.3.3 *Oversight*

Except in those cases in which the oversight of the investigation was referred to the Audit Committee or other external reviewer, the Investigation Committee, together with the CLO and/or the EO, will exercise oversight over the investigation. Such oversight will include receiving periodic reports on the progress of the investigation, including any recommendations from the investigators to expand the investigation, initiate preliminary or prophylactic employment action or make voluntary disclosures to the authorities.

In those cases in which the Audit Committee has assumed oversight responsibility, it will receive these reports, and it may further direct the investigators to share those reports with specific executives to take action.

### 8.3.4 *Recusal*

Should any of the functions or officers named in this Procedure encounter a conflict of interest situation relating to the alleged misconduct, he or she will so notify the CLO or the EO (or the Audit Committee Chair if applicable) and recuse his or herself from taking further action relating to the investigation.

## 8.4 *Government Investigations*

In cases where government authorities have already commenced an investigation, the CLO will notify the Investigations Committee and engage external counsel to assist in responding to the government investigation, including, where permitted, conducting an internal investigation. External counsel should, in turn, engage any other needed external resources to ensure the protection of legal privilege and other applicable protections.

### 8.5 *Notifications*

The CLO and/or EO will notify Elbit Systems CEO the Chief Financial Officer, other relevant corporate officers and the head of the relevant business division or subsidiary of all credible and significant allegations, except where the allegations touch on such person's own conduct or responsibility. Where the matter has been referred to the Audit Committee, the Audit Committee will determine what notifications ought to be made. The CLO and EO will keep the executives reasonably informed as to the progress of any significant investigations, subject to the same caveats.

## 9. Conduct of the Investigation

### 9.1 *The Investigation Team*

The Investigation Committee, together with the CLO and EO, will designate a team to investigate the matter, led by either an internal or external lawyer and other function as determined by the CLO and EO.

Where external counsel is engaged, an internal lawyer or another relevant employee will be appointed as the internal point of contact to handle logistics and communications. Some investigations may occur far away from the Company's headquarters. In those circumstances, a local contact person may be appointed to assist the investigators in practical matters at the premises where the investigation is conducted. The local contact persons must be independent of the persons who are subject to investigation.

### 9.2 *Initial Assessment*

Once formed, the investigation team will promptly make an initial assessment of the potential severity of the allegation, considering all factors known or suspected, including the risk inherent in the business or process, transaction volume, approval limits, existence of controls and prior experiences.

### 9.3 *Granting Access to Internal Data*

The Company will provide access to applicable financial data to the investigation team. In addition, subject to applicable privacy laws and other regulations, the investigation team will have and be provided with access to any IT resources and internal data, including email servers, laptops, company-issued smartphones (or any personal phones on which the Company has permitted Company communications to be sent and received) and other electronic data storage media that might assist in the investigation.

### 9.4 *Interviews*

Every Company employee, officer and director has an obligation to cooperate in the investigation, including agreeing to be interviewed by the investigation team. Where permitted by law, a refusal to so cooperate will be a cause for discipline. Where required by law or otherwise advisable, at the decision of the CLO or the EO, the Company may provide counsel to employees prior to the

interview. In some investigations, it may be necessary to interview third parties. In such cases, the investigation team may request the cooperation of third parties engaged to provide services to the Company or, where applicable, invoke our audit rights.

# 10. Closing of an Investigation

### *10.1 Final Report*

When the investigation has been completed, the investigation team will produce a final investigation report addressed to the Investigation Committee and the CLO and/or the EO or the Audit Committee where the Audit Committee has oversight of the investigation, as the case may be. The final report will cover the following issues related to the investigation:

- scope;
- factual findings;
- conclusions;
- root cause analysis; and
- remedial or mitigation recommendations.

### *10.2 Evaluation and Remediation*

The Investigation Committee ,the CLO and EO or, as the case may be the Audit Committee, will consider the report and, in their respective discretion, notify other executives of the conclusion and findings while taking care to preserve confidentiality and any applicable privileges.

The Investigation Committee, subject to the concurrence of the CLO and the EO and in coordination with the applicable business unit management, will direct to the appropriate Company departments any remediation actions that should be taken to address any corrupt, unethical or illegal conduct or controls failures identified by the investigation. These may include substantive changes to the Company's compliance program and internal controls, as well as any disciplinary actions taken towards the offenders. In appropriate cases, and as coordinated with the CLO and EO, the Company may report the incident(s) to the appropriate law enforcement authorities. The investigation may be closed once the final report has been issued, and after management input was obtained from all the key stakeholders.

### *10.3 Report to the Whistleblower*

For investigations initiated due to a report by a whistleblower, the CLO and EO will determine to what extent the whistleblower is updated regarding the investigation and/or its results.

# 11. Retention of Documents

All records of all allegations received on potential misconduct and disciplinary or remediation decisions taken will be maintained by the applicable subsidiary's or entity's legal department or

compliance officer and by the EO. These records will at all times be open for inspection by Elbit Systems' Audit Committee.

The records shall be kept for a minimum of five (5) years after the close of each matter.